

RECORDATION NO. 12992- C
Filed 1425

JUL 9 1982 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY
1700 West Loop South
Suite 1500
Houston, Texas 77027

2/9/82
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CC Washington, D. C.

July 9, 1982

RECORDATION NO. 12992- D
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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment and a Bill of Sale relating to railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of July 6, 1982 between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee); and

2. Three (3) executed counterparts of a Bill of Sale dated as of July 9, 1982, by and between Mercantile National Bank at Dallas, as Trustee and Mercantile National Bank at Dallas, as Trustee.

The address of Richmond Leasing Company is 1700 West Loop South, Houston, Texas 77027, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Assignment and the Bill of Sale is described in Exhibit A hereto.

The Assignment and the Bill of Sale have been executed in connection with an Equipment Trust Agreement dated as of November 15, 1980 and filed with the Interstate Commerce Commission on March 23, 1981 and which has been assigned the following recordation number: 12992.

1000
Dorothy
Lana S. Eckert

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment and the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By Dale G. Buntch
Vice-President

ECN 11/C/ds

INTERSTATE COMMERCE COMMISSION
EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>
5 tank cars	111A100W1	13,500 gal.	RTMX 1265; RTMX 1272 to 1275

JUL 9 1982-2 10 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 9th day of July, 1982, by and between Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Seller"), pursuant to Equipment Trust Agreement dated as of January 1, 1982 by and between Seller and Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Richmond"), as amended by the First Supplement to Equipment Trust Agreement dated as of July 1, 1982 and the Release of Equipment from Equipment Trust Agreement and Termination of Assignment dated as of July 1, 1982, and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of November 15, 1980 by and between Buyer and Richmond Leasing Company.

In consideration of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer all right, title and interest which Seller may have in the railroad cars described on Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

MERCANTILE NATIONAL BANK
AT DALLAS, as Trustee

By R. J. Jernick

ATTEST:

A. E. Allen

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned, a Notary Public in and for said county and state, on this day personally appeared R. F. Ziemski, a Vice President of Mercantile National Bank at Dallas, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Mercantile National Bank at Dallas, a national banking association, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 9th day of July, 1982.

Bra J Machorsky
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, T E X A S

My Commission Expires:

4-05-85

EXHIBIT A

DESCRIPTION OF TRUST EQUIPMENT
TO BE ASSIGNED

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>
5 tank cars	111A100W1	13,500 gal.	RTMX 1265; 1272-1275

EXHIBIT B

1. Addendum 1 & 2, dated June 1, 1981 and Rider 1 and 1A dated January 14, 1981 to Tank Car Lease and Service Contract dated January 14, 1981 between Richmond Leasing Company and Aminoil USA, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5 tank cars	13,500 gallon DOT111A100W1 Tank Cars	RTMX 1265; 1272 to 1275